

**CONSENT TO ACTION WITHOUT MEETING OF
THE BOARD OF DIRECTORS OF
AMERICA WEST RESOURCES, INC.**

Pursuant to Nevada corporation law, which authorizes the taking of action by unanimous written consent of the directors ("Directors") without a meeting, the undersigned, constituting all of the directors of America West Resources, Inc., a Nevada corporation ("Company"), hereby acknowledge the following statements and give their unanimous written consent to take the following action:

I. PROMISSORY NOTES – VARIOUS PARTIES

WHEREAS, the Company borrowed an amount equal to \$575,000 for working capital purposes;

WHEREAS, the parties set forth below ("Lenders") agreed to lend and loaned the Company an amount totaling \$575,000, as set forth below;

| | |
|----------------------------|------------|
| John Jack Babikian | \$ 500,000 |
| Cosimo & Josephine Caggese | 25,000 |
| Mark Brownstein | 50,000 |

WHEREAS, the Directors believe it is in the best interest of the Company to issue and sell to Lenders the promissory note in the form attached hereto as Exhibit A (the "Promissory Notes"), pursuant to which the Company borrowed up to \$575,000; and

WHEREAS, the Directors believe it is in the best interest of the Company to issue to Lenders a total of 533,333 shares (allocated as set forth below) of the Company's restricted common stock as additional consideration for the purchase of the Note.

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|----------------------------|---------|
| John Jack Babikian | 416,667 |
| Cosimo & Josephine Caggese | 20,833 |
| Mark Brownstein | 41,667 |

NOW THEREFORE BE IT RESOLVED, that the form, terms and provisions of the Note, substantially in the form presented to the Directors, is hereby approved in all respects;

RESOLVED FURTHER, that the Directors, upon review of the Notes and having the opportunity to inquire upon its terms and conditions upon advice of counsel, hereby authorize, empower and direct the executive officers to execute the Notes on behalf of the Company, and to perform such other acts in the name and on behalf of the Company that are necessary or proper to perform fully pursuant to the terms and conditions of the Notes;

RESOLVED FURTHER, that the executive officers of the Company are hereby authorized, instructed and directed to issue Lenders a total of 479,167 shares (allocated as set forth above) of restricted Company common stock as additional consideration for the purchase of the Note;

RESOLVED FURTHER, that the Directors hereby authorize, direct and instruct the executive officers of the Company to issue and prepare such documentation as shall be necessary to have the

Company's transfer agent prepare and deliver share certificates representing the 479,167 shares of common stock to Lenders.

II. GENERAL

RESOLVED FURTHER, that any and all actions taken prior to and as of the date of these resolutions by any executive officer of the Company in the name and on behalf of the Company, with respect to any of the matters and transactions described herein, are ratified, confirmed and approved.

RESOLVED FURTHER, that the Directors hereby authorize, empower and direct the appropriate officers to do and perform, or cause to be done and performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed, and delivered, all such agreements, undertakings, documents, instruments or certificates, and to make oath to, acknowledge, and deliver any and all such orders, directions, certificates, agreements, documents, instruments and papers, all in the name and on behalf of the Company or otherwise as such officers may deem necessary or appropriate in order to effectuate or carry out fully the purpose and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being all being the directors of the board of directors of the Company, do hereby execute this consent effective as of the 12th day of November 2010.

DIRECTORS:

Alexander H. Walker, III

George Jarkey

Amanda Cardinalli

Brian E. Rodriguez

Brian Rodriguez

Dan Baker

Dan Baker